

**Exhibit B
to the**

**Declaration Of Ryan S. Hilbert In Support Of
Maritz Inc.'S Miscellaneous Administrative
Request To Continue The Hearing Date On
Visa U.S.A. Inc's Motion To Compel
Arbitration And *Ex Parte* Application For
Discovery**

Hilbert, Ryan

From: BHoltzapple@fbm.com
Sent: Friday, December 07, 2007 12:18 PM
To: Hilbert, Ryan
Cc: Katz, Ron
Subject: RE: Visa U.S.A. INC v. Maritz Inc., d/b/a Maritz Loyalty Marketing/CV-07-5585 BZ/Please see attached letter
Attachments: 2222_001.pdf

Ryan -- enclosed is a pdf of the signed Stipulation. Note that I changed the date of service to be November 16, 2007, rather than November 19, 2007.

With respect to the Petition to Compel Arbitration, we plan to notice that for hearing on February 8, 2008. Although, as we have mentioned to both Ron and Charlie Weiss, Visa does not believe any discovery is necessary for a determination of that Petition, the February 8 date will allow Maritz ample opportunity to pursue whatever discover it believes is needed. Please Let us know promptly if Maritz in fact wishes to pursue discovery. Depending upon what Martiz requests, Visa reserves the option to request its own discovery. To try to make this clearer: we need to know what discovery (if any) Maritz believes is needed so that we can both (a) determine whether Visa will also seek discovery responsive to Maritz's requests and (b) get the discovery scheduled.

Thanks Ryan. Please call with any questions, Bob

-----Original Message-----

From: Hilbert, Ryan [mailto:RHilbert@manatt.com]
Sent: Friday, December 07, 2007 10:52 AM
To: Holtzapple, Bob (31) x4939
Cc: Katz, Ron
Subject: RE: Visa U.S.A. INC v. Maritz Inc., d/b/a Maritz Loyalty Marketing/CV-07-5585 BZ/Please see attached letter

Bob:

Further to your agreement with Ron as memorialized below, please find attached a draft stipulation to extend the time for Maritz's response to Visa's complaint. Provided everything is accurate, please sign and return it to me via fax or as a pdf as soon as possible. We will take care of e-filing this document with the Court.

Very truly yours,
Ryan

Ryan S. Hilbert
Manatt, Phelps & Phillips, LLP
1001 Page Mill Road, Building 2
Palo Alto, CA 94304
Tel: (650) 812-1347
Fax: (650) 213-0260

From: Katz, Ron

Sent: Monday, December 03, 2007 12:09 PM
To: 'BHoltzapple@fbm.com'
Cc: Hilbert, Ryan; Charles A. Weiss (caweiss@bryancave.com); Mark S. Deiermann (msdeiermann@bryancave.com)
Subject: RE: Visa U.S.A. INC v. Maritz Inc., d/b/a Maritz Loyalty Marketing/CV-07-5585 BZ/Please see attached letter

Bob--

This will confirm the telephone conversation we had a few minutes ago:

--You have graciously agreed to give Maritz until January 7, 2007 to answer or otherwise respond to Visa's Complaint. We will prepare a stipulation to this effect as soon as we have a new judge.

--Maritz will not use the fact that you gave that extension as an argument why the motion to compel arbitration should be continued if Maritz makes such a motion. Both Maritz and Visa reserve all their other rights regarding the date of that motion, including but not limited to the rights to move to continue it and to move for discovery in relation to it.

--You said that Visa did not think that any discovery would be necessary for the motion to compel arbitration but that you would consider Maritz's requests in this regard. I will endeavor to get you those once we have a new judge and you have re-filed your papers.

--You had a question about the mediation and about the arbitration. I referred you to counsel from Bryan Cave for those questions.

If I have not stated our conversation accurately above, please let me know at your earliest convenience.

Thanks again for your courtesy.

Ron

From: Katz, Ron
Sent: Mon 12/3/2007 10:23 AM
To: 'BHoltzapple@fbm.com'; 'RThompson@fbm.com'; 'ADugan@fbm.com'
Cc: Hilbert, Ryan
Subject: RE: Visa U.S.A. INC v. Maritz Inc., d/b/a Maritz Loyalty Marketing/CV-07-5585 BZ/Please see attached letter

Mr Holtzapple:

I just left you a voicemail in response to your email below. Today I can be reached on my cell phone (650 520 3660) or by email.

Very truly yours,

Ronald S. Katz

Ron Katz 650-812-1346
Sent from my Wireless
Handheld

-----Original Message-----

From: BHoltzapple@fbm.com [mailto:BHoltzapple@fbm.com]
Sent: Sunday, December 02, 2007 11:17 PM Pacific Standard Time

To: Katz, Ron; RThompson@fbm.com; ADugan@fbm.com
 Cc: Hilbert, Ryan
 Subject: RE: Visa U.S.A. INC v. Maritz Inc., d/b/a Maritz Loyalty Marketing/CV-07-5585 BZ/Please see attached letter

Dear Mr. Katz:

Please excuse the delay in responding to your email. As I told your colleague, Ryan Hilbert, when we spoke on Thursday, I was in deposition Friday. Although I had hoped the deposition would conclude by early Friday afternoon, unfortunately it went until almost 7 that evening and thus I did not receive your voicemail or see this email until late Friday.

With respect to Maritz's request for an extension of time to respond, please call me; I am confident that we likely will be able to work something out. Please also understand, however, that our client is anxious to get this matter resolved as expeditiously as possible and, we are candidly concerned that, given Maritz's recent conduct, Maritz is attempting to delay this matter. As you may not be aware of the recent events to which I am referring, I summarize them briefly.

In July, shortly after signing the Letter Agreement, Maritz claimed it was not binding. At that time, however, Maritz said that it was not rejecting arbitration, and that it would make that decision "later."

On November 2, Visa filed its AAA arbitration demand and the complaint. On that date, we both provided the AAA demand to Maritz and sent a letter to Maritz's outside counsel, Charlie Weiss, notifying Maritz of the federal action. During the second day of mediation, Rod Thompson and I met with Charlie Weiss and Steve Gallant to discuss whether the parties could resolve their dispute over arbitration amicably. Shortly after that meeting, I sent Mr. Weiss a draft arbitration agreement for his consideration. To date, no one from Maritz has acknowledged receipt of that document, much less provided any comments on it. In fact, although it has now been almost 5 months since Maritz said it would not honor the Letter Agreement, Maritz still has not indicated whether it would refuse to arbitrate under any circumstances.

On November 15, I emailed Mr. Weiss regarding the draft arbitration agreement, the hearing date for the petition to compel, and whether he would accept service of the complaint, since we needed to be served it before we could move forward with our petition to compel arbitration. I received no substantive response. Thus, on November 16, 2007, two weeks after we had notified Maritz of the filing and 10 days after the meeting in Chicago, we caused the complaint to be served on Maritz's registered agent for service of process.

On November 20, I sent Mr. Weiss another email, enclosing a courtesy copy of Visa's Certificate of Interested Parties, and asking whether there was another attorney in his office I could speak to about the petition to compel or the draft arbitration agreement. Again, no response from Maritz.

Thereafter I called both Mr. Weiss and his partner, Mark Deiermann, to see if Maritz would respond to my earlier communications. Again, no response from Maritz.

Indeed, until I received your letter the day after we filed the petition to compel arbitration, I heard nothing from Maritz in response to either my emails or my telephone calls (other than one non-substantive voicemail Charlie Weiss left me).

In any event, I am reasonably confident we can reach an agreement regarding Maritz's request for an extension of time to respond to the Complaint. Please call me tomorrow morning.

-----Original Message-----

From: Katz, Ron [mailto:RKatz@manatt.com]
Sent: Friday, November 30, 2007 4:49 PM
To: Thompson, Rod (27) x4445; Holtzapple, Bob (31) x4939; Dugan, Angelica (27) x3503
Cc: Hilbert, Ryan
Subject: RE: Visa U.S.A. INC v. Maritz Inc., d/b/a Maritz Loyalty Marketing/CV-07-5585 BZ/Please see attached letter

Mr. Holtzapple:

I left you a voicemail at about 4:20 p.m. your time today. In it I informed you that Maritz has declined Magistrate-Judge Zimmerman & again respectfully asked for an extension until January 5, 2008 to answer or otherwise respond to the Complaint.

Very truly yours,

Ronald S. Katz

From: Katz, Ron
Sent: Fri 11/30/2007 10:14 AM
To: 'rthompson@fbm.com'; 'bholtzapple@fbm.com'; adugan@fbm.com
Cc: Hilbert, Ryan
Subject: RE: Visa U.S.A. INC v. Maritz Inc., d/b/a Maritz Loyalty Marketing/CV-07-5585 BZ/Please see attached letter

Mr. Holtzapple:

I was travelling yesterday and just got your voicemail and a report from Ryan Hilbert on your conversation with him yesterday. I am concerned that you are attempting to attach conditions to a simple request for a standard courtesy in what appears to be a standard commercial matter.

I will try to call you at 4:15 your time today.

Very truly yours,

Ronald S. Katz

From: Katz, Ron
Sent: Wed 11/28/2007 5:35 PM
To: 'rthompson@fbm.com'; 'bholtzapple@fbm.com'
Cc: Hilbert, Ryan
Subject: Visa U.S.A. INC v. Maritz Inc., d/b/a Maritz Loyalty

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Attorneys for Defendant

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

VISA U.S.A. INC.

CIVIL ACTION NO. C07-5585 JSW

Plaintiff

**STIPULATION TO EXTEND TIME TO
FILE A RESPONSIVE PLEADING**

VS.

MARITZ INC. d/b/a MARITZ LOYALTY
MARKETING,

[N.D. Local Rule 6-1(a)]

Defendant

Plaintiff Visa U.S.A. Inc. ("Visa") and Defendant Maritz Inc. d/b/a Maritz Loyalty Marketing ("Maritz") hereby file this Stipulation to extend the time for Maritz to answer or otherwise file a responsive pleading.

WHEREAS, Visa commenced this action on November 2, 2007 in the U.S. District Court for the Northern District of California, San Francisco division, and caused service of its Complaint to be made on Maritz's registered agent for service of process on or about November 16, 2007.

20192956.1

**STIPULATION TO EXTEND TIME TO
FILE RESPONSIVE PLEADING**
CASE NO. C:07-5585 JSW

1 WHEREAS, in light of the above, Maritz's responsive pleading is due on or before
 2 December 6, 2007.

3 WHEREAS, on December 3, 2007, the parties agreed that Maritz could have until January
 4 7, 2008 to answer or otherwise respond to Visa's Complaint, and that Maritz, having on
 5 November 30, 2007 declined to consent to the assignment of this case to Magistrate Judge
 6 Bernard Zimmerman, would prepare this stipulation as soon as the case was reassigned to a new
 7 judge.

8 WHEREAS, on December 5, 2007, this case was re-assigned from Magistrate Judge
 9 Zimmerman to District Court Judge Jeffrey S. White.

10 NOW, THEREFORE, it is hereby stipulated and agreed to by the Parties, through their
 11 respective attorneys of record, that Maritz has until January 7, 2008 to answer or otherwise
 12 respond to Visa's Complaint.

13 Dated: December ___, 2007 MANATT, PHELPS & PHILLIPS, LLP

14 By: /s/ Ryan S. Hilbert

15 Ronald S. Katz (SBN 085713)
 16 Ryan S. Hilbert (SBN 210549)
 17 MANATT, PHELPS & PHILLIPS, LLP
 18 1001 Page Mill Road, Building 2
 19 Palo Alto, CA 94304-1006
 20 Telephone: (650) 812-1300
 21 Facsimile: (650) 213-0260
 22 *Attnorneys for Defendant*

23 Dated: December 7, 2007

24 FARELLA BRAUN & MARTEL LLP

25 By: *Robert C. Holtzapple*

26 Robert C. Holtzapple (SBN 145934)
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